

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Gary S. Lee  
Lorenzo Marinuzzi  
Norman S. Rosenbaum  
Todd M. Goren  
Jennifer L. Marines

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**AMENDED<sup>1</sup> PROPOSED AGENDA FOR MATTERS SCHEDULED  
TO BE HEARD ON NOVEMBER 19 - 26, 2013 AT 9:00 A.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY  
10004-1408

## I. PLAN CONFIRMATION

**1. Notice of Filing of (I) Revised First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and (II) Blacklines of Revised First Amended Joint Chapter 11 Plan [Docket No. 5854]**

**a.** Notice of Filing of First Amended Joint Chapter 11 Plan [Docket No. 5722]

<sup>1</sup> Amended items appear in **bold**.

**Related Document(s):**

- b.** Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and for Filing Objections to Confirmation of Plan, and (VI) Granting Related Relief [Docket No. 4809]
- c.** Notice of Filing of Approved Solicitation Materials In Connection With Solicitation of the Disclosure Statement and Joint Chapter 11 Plan [Docket No. 4814]
- d.** Notice of Filing of Corrected Solicitation Version of the Disclosure Statement and Joint Chapter 11 Plan [Docket No. 4819]
- e.** Affidavit of Publication Notice of (I) Approval of Disclosure Statement, (II) Deadline for Voting on Plan, (III) Hearing to Consider Confirmation of Plan, and (IV) Deadline for Filing Objections to Confirmation of Plan in the Wall Street Journal and USA Today [Docket No. 5025]
- f.** Amended Order Establishing a Discovery Protocol in Connection With Discovery Relating a Plan Confirmation [Docket No. 4974]
- g.** Notice of Changed Time for Plan Confirmation Hearing [Docket No. 5766]

**Plan Supplement Documents**

- a.** Notice of Filing of Exhibits 2 through 21 Compromising the Plan Supplement to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5342]
- b.** Notice of Filing of the Assumption Schedule Constituting Exhibit 1 of the Plan Supplement [Docket No. 5546]
- c.** Notice of Certain Executory Contracts and Unexpired Leases Not Included on the Assumption Schedule [Docket No. 5547]
- d.** Notice of (I) Filing of Supplement to Assumption Schedule and (II) Removal of Certain Agreements Therefrom [Docket No. 5715]
- e.** Notice of Filing of Revised Exhibit 2 (Liquidating Trust Agreement), Exhibit 4 (Borrower Claims Trust Agreement), Exhibit 13 (Liquidating Trust Causes of Action) and Exhibit 15 (Borrower-Related Causes of Action) Comprising the Plan Supplement to the Joint Chapter 11 Plan

Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5719]

- f. Response and Reservation of Rights of U.S. Bank National Association, as RMBS Trustee and Escrow Agent, with Respect to Notice of Filing of the Assumption Schedule Consisting Exhibit I of the Plan Supplement, as Modified [Docket No. 5785]
- g. Limited Objection and Reservation of Rights of The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A., as RMBS Trustee, Escrow Agent, Custodian, or Securities Intermediary with Respect to Notice of Filing of the Assumption Schedule Constituting Exhibit I of The Plan Supplement [Docket No. 5789]

**Proposed Orders**

- a. Proposed Joint Pretrial Order [Docket No. 5716]
- b. Proposed Amendment to the Joint Pretrial Order [Docket No. 5768]
- c. Notice of Filing of Proposed Order Confirming First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5723]
- d. **Notice of Filing of Revised Proposed Order Confirming First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5855]**

**Notices of Intent to Take Cross-Examinations of Witnesses**

- a. Notice of Financial Guaranty Insurance Company's Intent to Cross-Examine Raymond L. Lyons and Michael Fazio at Confirmation Hearing [Docket No. 5779]
- b. WFBNA's Designation of Witnesses for Cross-Examination, In support of the Limited Objection of WFBNA to Confirmation of Joint Chapter 11 Plan, In advance of the hearing to confirm Joint Chapter 11 Plan [Docket No. 5780]
- c. Notice of Wells Fargo Bank, N.A., In Its Capacities as First Priority Collateral Agent, Third Priority Collateral Agent, and Collateral Control Agent to Cross-Examine Witnesses at Confirmation Hearing [Docket No. 5781]
- d. **Statement of Caren Wilson for Cross-Examination of Witness and Estimated Time of Examination Related to Joinder in Objection to Confirmation [Docket No. 5820]**

- e. **Statement of Rich Rode for Cross-Examination of Witness and Estimated Time of Examination Related to Joinder in Objection to Confirmation [Docket No. 5821]**
  - (i) **Courtesy Letter Advising the Court and Plan Proponents of Richard Rode's Proposed Amendment to Statement of Witnesses to Cross-Examine [Docket No. 5821] for Confirmation Hearing [Docket No. 5843]**

**Deposition Designations:**

- a. Consolidated Deposition Designations [Docket No. 5714]
- b. Deposition Designations for Michael Carpenter and Tom Marano of UMB Bank, N.A. and the Ad Hoc Group of Junior Secured Noteholders [Docket No. 5759]
- c. Financial Guaranty Insurance Company's Designations of Deposition Testimony [Docket No. 5744]
- d. **Deposition Designations for Adam Glassner and Susheel Kirpalani of UMB Bank, N.A. and the Ad Hoc Group of Junior Secured Noteholders [Docket No. 5798]**
- e. **Second Consolidated Deposition Designations [Docket No. 5803]**

**Witness Designations:**

- a. WFBNA's Designation of Witnesses for Cross-Examination, in Support of the Limited Objection of WFBNA to Confirmation of Joint Chapter 11 Plan [Docket no. 5411], in advance of the hearing to confirm Joint Chapter 11 Plan [Docket No. 5780]
- b. **Plaintiffs and Plan Proponents' Order of Witnesses [Docket No. 5797]**

**Debtors' Direct Testimony:**

- a. Direct Testimony of Jeffrey A. Lipps [Docket No. 5701]
- b. Direct Testimony of Mark A. Renzi [Docket No. 5702]
- c. Direct Examination of Frank Sillman [Docket No. 5703]
- d. Direct Testimony of Barbara Westman [Docket No. 5704]
- e. Direct Testimony of Thomas Marano [Docket No. 5705]
- f. Direct Testimony of Lucy Allen [Docket No. 5706]

- g. Direct Testimony of Gina Gutzeit [Docket No. 5707]
- h. Direct Testimony of Tammy Hamzehpour [Docket No. 5708]
- i. Direct Testimony of Lewis Kruger [Docket No. 5709]
- j. Direct Testimony of William R. Thompson [Docket No. 5713]

**Committee's Direct Testimony:**

- a. Direct Testimony of John S. Dubel [Docket No. 5697]
- b. Direct Testimony of Ronald J. Friedman [Docket No. 5710]

**Ally Financial Inc.'s Direct Testimony:**

- a. Direct Testimony of Michael A. Carpenter [Docket No. 5695]
- b. Direct Testimony of James N. Young [Docket No. 5696]
- c. Direct Testimony of Martin Blumentritt [Docket No. 5698]

**FGIC's Direct Testimony:**

- a. Direct Testimony of John S. Dubel on Behalf of FGIC [Docket No. 5692]

**JSN's Direct Testimony:**

- a. Direct Testimony of Michael Fazio [Docket No. 5711]
- b. Direct Testimony of Raymond T. Lyons [Docket No. 5712]
- c. Corrected Testimony of Robert S. Bingham [Docket No. 5740]
  - (i) Direct Testimony of Robert S. Bingham [Docket No. 5717]

**Wells Fargo's Direct Testimony:**

- a. **Direct Testimony of Michael Pinzon (filed in *Official Committee of Unsecured Creditors v. UMB Bank, N.A.*, Adv. Proc. No. 13-01277) [Docket No. 203] and *Residential Capital, LLC, et al. v. UMB Bank, N.A.*, Adv. Proc. No. 13-01343) [Docket No. 152]**

**WFBNA's Direct Testimony:**

- a. **Direct Testimony of Heather A. Lawrence [Docket No. 5827]**

**Motions In Limine:**

- a. Motion In Limine of the Notes Trustee and Ad Hoc Committee to Exclude Testimony Regarding the Rebuttal Expert Report of Gina Gutzeit [Docket No. 5666]
  - (i) Notice of Motion In Limine of the Notes Trustee and Ad Hoc Committee to Exclude Testimony Regarding the Rebuttal Expert Report of Gina Gutzeit [Docket No. 5667]
  - (ii) Amended Notice of Motion in Limine of Notes Trustee and Ad Hoc Committee to Exclude Testimony Regarding Rebuttal Expert Report of Gina Gutzeit [Docket No. 5689]
  - (iii) Debtors' Opposition to Motion in Limine to Exclude the Testimony of Gina Gutzeit [Docket No. 5787]
  - (iv) **Order Denying Motion In Limine to Exclude the Proposed Expert Rebuttal Testimony of Gina Guzeit [Docket No. 5799]**
- b. The Debtors' and Official Committee of Unsecured Creditors' Motion in Limine to Exclude the Expert Testimony of Judge Raymond T. Lyons at Trial [Docket No. 5668]
  - (i) Notice of the Debtors' and Official Committee of Unsecured Creditors' Motion In Limine to Exclude the Expert Testimony Of Judge Raymond T. Lyons At Trial [Docket No. 5665]
  - (ii) Opposition of the Notes Trustee and the Ad Hoc Group of Junior Secured Noteholders to the Plaintiffs Motion In Limine [Docket No. 5788]
  - (iii) **Order Granting Motion In Limine to Exclude the Proposed Expert Testimony of Raymond T. Lyons [Docket No. 5800]**

**Response(s):**

- a. Response of Kevin C. Kovacs to Confirmation of Joint Chapter 11 Plan [Docket No. 5264]
- b. Letter Response of David Munger to Confirmation of Joint Chapter 11 Plan [Docket No. 5273]
- c. Letter Response of Kent A. Case and Dorothy Case to Confirmation of Joint Chapter 11 Plan [Docket No. 5356]

- d. Letter Response of Joe R. Vargas to Confirmation of Joint Chapter 11 Plan [Docket No. 5357]
- e. Wendy Alison Nora's Objection to Confirmation of Debtors' Chapter 11 Plan [Docket No. 5398]
  - (i) **Notice of Withdrawal of Docket Nos.: 5346, 5347, 5352, 5502, 5392, 5395, 204, 5398, 5520, 5014, 5016, 5015, 5012, 5011, 5010, 1306, 1421, 4070, 4970, 5345, 5148, and Proofs of Claim Nos.: 2 and 440 [Docket No. 5754]**
- f. Los Angeles County Treasurer and Tax Collector's Limited Objection to Confirmation of Joint Chapter 11 Plan [Docket No. 5400]
  - (i) Notice of Withdrawal of Limited Objection to Confirmation of Joint Chapter 11 Plan [Docket No. 5782]
- g. Objection of Impac Companies to Confirmation of Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors dated August 23, 2013 [Docket No. 5401]
- h. Oracle Limited Objection and Rights Reservation Regarding Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5404]
- i. Objection and Reservation of Rights of Federal Home Loan Mortgage Corporation ("Freddie Mac") with Respect to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5405]
  - (i) Notice of Withdrawal and Reservation of Rights of Federal Home Loan Mortgage Corporation With Respect to Its Objection to Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee Of Unsecured Creditors [Docket No. 5671]
- j. Limited Objection and Reservation of Rights of PNC Mortgage, a Division of PNC Bank, NA to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5406]
  - (i) Notice of Withdrawal of Limited Objection and Reservation of Rights to the Joint Chapter 11 Plan [Docket No. 5578]
- k. Statement and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation with Respect to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5407]

- l.** Limited Objection of County of San Bernardino to Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket Nos. 5408/5440]
- m.** Objection of San Bernardino County To The Debtors' Chapter 11 Plan Proposed by Residential Capital LLC, et al And The Official Committee of Unsecured Creditors [Docket No. 5551]

  - (i)** **Notice of Withdrawal of Limited Objection of County of San Bernardino to Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5810]**
- n.** Joinder of Caren Wilson in Wendy Alison Nora's Objection to Chapter 11 Plan [Docket No. 5409]
- o.** Objection of Wells Fargo Bank, N.A., in its Capacities as First Priority Collateral Agent, Third Priority Collateral Agent, and Collateral Control Agent, to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5410]

  - (i)** Statement of UMB Bank, N.A. with Respect to Objection of Wells Fargo Bank, N.A. to Confirmation of the Joint Chapter 11 Plan [Docket No. 5636]
- p.** Limited Objection of WFBNA to Confirmation of Joint Chapter 11 Plan Proposed by Residential Capital, LLC and the Official Committee of Unsecured Creditors [Docket No. 5411]
- q.** Objection of the United States Trustee to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee Of Unsecured Creditors [Docket No. 5412]
- r.** Objection and Memorandum of Law in Opposition to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors, and Reservation of Rights, by Certain Insurers Under General Motors Combined Specialty Program 12/15/00 – 12/15/02 [Docket No. 5413]
- s.** Joinder of Richard D. Rode in Objection of Wendy Alison Nora to Confirmation of Debtors' Chapter 11 Plan and Declaration of Richard D. Rode (All Rights Reserved) [Docket No. 5414]
- t.** Objection of the States of Arizona, California, Delaware, Florida, Hawaii, Idaho, Indiana, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio,



Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Virginia, Washington, Wisconsin and the District of Columbia to Joint Chapter 11 Plan proposed by Residential Capital, LLC, *et al.* and the Official Committee Of Unsecured Creditors [Docket No. 5415]

- u.** Objection of Syncora Guarantee Inc. to Confirmation of Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5418]

- (i)** Declaration of Fletcher W. Strong in Support of Syncora Guarantee Inc.'s Objection to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5419]

- v.** Philip Roger Flinn, II's Objections to Confirmation of Debtors' Plan and Motion for Relief [Docket No. 5422]

- (i)** Motion of Philip Roger Flinn, II to Enlarge Time to File Objections to Confirmation of Debtors' Plan and Motion for Relief [Docket No. 5441]

- w.** Objection of the Federal Housing Finance Agency to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5436]

- (i)** Declaration of Andrew K. Glenn in Support of Objection of the Federal Housing Finance Agency to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors [Docket No. 5437]

- (ii)** Notice of Withdrawal of Objection of the Federal Housing Agency to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Debtors [Docket No. 5672]

- x.** Objection of the Notes Trustee and Ad Hoc Committee of Junior Secured Noteholders to Confirmation of Plan Proponents' Chapter 11 Plan [Docket No. 5443]

- (i)** Declaration of David S. Cohen in Support of Objection of the Notes Trustee and Ad Hoc Committee of Junior Secured Noteholders to Confirmation of Plan Proponents' Chapter 11 Plan [Docket No. 5444]

- y. RESPA Plaintiffs' Statement and Reservation of Rights Regarding the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5457]
- z. Deutsche Bank's Limited Objection to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5459]

**(i) Notice of Withdrawal of Limited Objection to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and The Official Committee of Unsecured Creditors [Docket No. 5860]**

- aa. Limited Objection of Ocwen Loan Servicing, LLC to Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5461]
- bb. Joinder of Paul N. Papas in Objection of Wendy Alison Nora to Confirmation of Debtors' Chapter 11 Plan and Declaration of Paul N. Papas II (All Rights Reserved) [Docket No. 5466]
- cc. Universal Restoration Services, Inc.'s Objection To Confirmation Of The Debtors' Plan Of Reorganization [Docket No. 5506]
- dd. Partial Joinder of Wendy Alison Nora In Objection To Confirmation Of Debtors' Chapter 11 Plan By The Office Of The United States Trustee [Doc. 5412] and Statement On Applicable Law [Docket No. 5520]
- ee. Objection of Deborah D. Bennett to Confirmation of Plan [Docket No. 5522]
- ff. Letter objection to Confirmation of Plan [Not Docketed]

**Briefs and Replies in Support of Confirmation:**

- a. MBIA Insurance Corporation's Memorandum of Points and Authorities in Support of Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, and the Official Committee of Unsecured Creditors [Docket No. 5669]
- b. Talcott Franklin Investor Group Statement in Support of, and in Response to Objections to, Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5678]
- c. Omnibus Reply of AIG Asset Management (U.S.), LLC, Allstate Insurance Company, Massachusetts Mutual Life Insurance Company, and The Prudential Insurance Company of America With Respect to Confirmation

Objections Filed By (i) Ad Hoc Committee of Junior Secured Noteholders and (ii) Certain Deutsche Bank Entities [Docket No. 5679]

- d. Statement of Wilmington Trust, National Association, Solely in Its Capacity as Indenture Trustee for the Senior Unsecured Notes and as a Consenting Claimant, in Support of Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al and the Official Committee of Unsecured Creditors [Docket No. 5684]
- e. Memorandum of the Steering Committee Group of RMBS Holders in Support of Plan Confirmation and in Reply to the Objection of the Notes Trustee and Ad Hoc Committee of Junior Secured Noteholders to Confirmation of Plan Proponents' Chapter 11 Plan [Docket No. 5685]
- f. Financial Guaranty Insurance Corporation's Reply to Plan Objections Made by the Junior Secured Noteholders [Docket No. 5693]
- g. Ally Financial Inc.'s and Ally Bank's Reply in Support of Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC and the Official Committee of Unsecured Creditors [Docket No. 5694]
- h. Plan Proponents' Omnibus Response to Objections to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5718]
- i. Memorandum of Law in Support of Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5720]
- j. Joinder of Certain RMBS Trustees to (i) the Memorandum of Law in Support of Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and (ii) the Plan Proponents' Omnibus Response to Objections to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5721]

**Declarations in Support of Confirmation**

- a. Affidavit of P. Joseph Morrow IV Certifying the Tabulation of Votes on the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5699]
- b. Declaration of Fernando Acebedo (HSBC) in Support of Confirmation of the Joint Chapter 11 Plan Dated August 23, 2013 [Docket No. 5674]

- c. Declaration of Thomas Musarra in Support of Confirmation of Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al., and The Official Committee of Unsecured Creditors [Docket No. 5675]
- d. Declaration of Robert H. Major in Support of the Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5677]
- e. Declaration of Mary L. Sohlberg in Support of the Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 5680]
- f. Declaration of Susheel Kirpalani on Behalf of the Settling Private Securities Claimants (in Support of the Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors) [Docket No. 5681]
- g. Declaration of Allen M. Pfeiffer on Behalf of Wells Fargo [Docket No. 5682]
- h. Declaration of Mamta K. Scott, as Officer of U.S. Bank, as RMBS Trustee (in Support of the Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors) [Docket No. 5683]
- i. Declaration of Ralph R. Mabey (in Support of the Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors) [Docket No. 5686]
- j. Affidavit (of Jose C. Fraga from The Garden City Group) Regarding Dissemination of Notices and Information to RMBS Trust Certificateholders (on behalf of the RMBS Trustees) [Docket No. 5687]
- k. Declaration of Nancy Mueller-Handal in Support of Plan Confirmation [Docket No. 5688]
- l. Declaration of Brendan Meyer on behalf of Deutsche Bank (in Support of the Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors) [Docket No. 5690]

**Status:** The hearing on this matter will be going forward.

## **II. CONTESTED MATTERS**

- 1. Joint Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 7023 and 9019 for an Order (1) Granting Class Certification for Purposes of Settlement Only, (2) Appointing Class Representative and Class Counsel for Purposes of Settlement Only,

(3) Preliminarily Approving the Settlement Agreement Between Plaintiffs, on their Own Behalf and on Behalf of the Class of Similarly Situated Persons, and the Debtors, (4) Approving the Form and Manner of Notice to the Class, (5) Scheduling a Fairness Hearing to Consider Approval of the Settlement Agreement on a Final Basis and Related Relief and (6) Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 4451]

**Related Document(s):**

- a. Order Authorizing Debtors to File Under Seal Exhibit D to the Settlement Agreement Filed in Connection with the Joint Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 7023 and 9019 for an Order (1) Granting Class Certification for Purposes of Settlement Only, (2) Appointing Class Representative and Class Counsel for Purposes of Settlement Only, (3) Preliminarily Approving the Settlement Agreement Between Plaintiffs, on their Own Behalf and on Behalf of the Class of Similarly Situated Persons, and the Debtors, (4) Approving the Form and Manner of Notice to the Class, (5) Scheduling a Fairness Hearing to Consider Approval of the Settlement Agreement on a Final Basis and Related Relief and (6) Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 4540]
- b. Notice of Adjournment of PNC Bank, N.A. Limited Objection [Docket No. 4745]
- c. Order Pursuant to Rules 7023 and 9019 of the Federal Rules of Bankruptcy Procedure (1) Preliminarily Approving Settlement Agreement Between Named Plaintiffs, Individually and as Representatives of the Kessler Settlement Class, and the Settling Defendants; (2) Granting Class Certification for Purposes of Settlement Only; (3) Approving the Form and Manner of Notice of Kessler Settlement Class Members of the Settlement Agreement; (4) Scheduling a Fairness Hearing to Consider Final Approval of the Settlement Agreement; and (5) Granting Related Relief [Docket No. 4808]
- d. Notice of Filing of Amended Exhibits in Connection with Joint Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 7023 and 9019 for an Order (1) Granting Class Certification for Purposes of Settlement Only, (2) Appointing Class Representative and Class Counsel for Purposes of Settlement Only, (3) Preliminary Approving the Settlement Agreement Between Plaintiffs, on Their Own Behalf and on Behalf of the Class of Similarly Situated Persons, and the Debtors, (4) Approving the Form and Manner of Notice to the Class, (5) Scheduling a Fairness Hearing to Consider Approval of the Settlement Agreement on a Final Basis and Related Relief and (6) Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 4793]

- e. **Notice of Filing of Amended Proposed Final Approval Order in Connection with Joint Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 7023 and 9019 for an Order (1) Granting Class Certification for Purposes of Settlement Only, (2) Appointing Class Representative and Class Counsel for Purposes of Settlement Only, (3) Preliminarily Approving the Settlement Agreement Between Plaintiffs, on their own Behalf and on Behalf of the Class of Similarly Situated Persons, and the Debtors, (4) Approving the Form and Manner of Notice to the Class, (5) Scheduling a Fairness Hearing to Consider Approval of the Settlement Agreement on a Final Basis and Related Relief and (6) Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 5360]**
- f. **Memorandum Endorsed So Ordered Letter Signed on October 17, 2013 [Docket No. 5379]**
- g. Motion to Allow and Memorandum of Law in Support of Application for Incentive Awards to Named Plaintiffs [Docket No. 5597]
- h. Motion to Allow and Memorandum of Law in Support of Class Counsel's Motion and Application for Award of Attorneys' Fees and Litigation Costs and Expenses [Docket No. 5598]

**Response(s):**

- a. Limited Objection of PNC Bank, N.A. to the Named Plaintiffs' and Debtors' Joint Motion Pursuant to 11 U.S.C. § 105 and Fed. R. Bankr. P. 7023 and 9019 for an Order (1) Granting Class Certification for Purposes of Settlement Only, (2) Appointing Class Representative and Class Counsel for Purposes of Settlement Only, (3) Preliminarily Approving the Settlement Agreement Between Plaintiffs, on their Own Behalf and on Behalf of the Class Similarly Situated Persons, and the Debtors, (4) Approving the Form and Manner of Notice to the Class, (5) Scheduling a Fairness Hearing to Consider Approval of the Settlement Agreement on a Final Basis and Related Relief and (6) Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 4661]
  - (i) PNC Bank N.A.'s Supplemental Memorandum of Law in Further Support of its Limited Objection to the Named Plaintiffs' and Debtors' Joint Motion Pursuant to 11 U.S.C § 105 and Fed. R. Bankr. P. 7023 and 9019 for an Order Approving the Settlement Agreement on a Final Basis [Docket No. 5451]
  - (ii) PNC Bank's Request for Judicial Notice [Docket No. 5670]
  - (iii) **Amended Request for Judicial Notice [Docket No. 5813]**

- b. Tammy and Chad Sinclair's Letter Objection to Class Settlement [Docket No. 5592]

**Replies:**

- a. Debtors' Reply in Further Support of the Joint Motion Pursuant to 11 U.S.C. § 105 and Federal Rules of Bankruptcy Procedure 7023 and 9019 for an Order, Inter Alia, Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 5594]
- b. The Kessler Settlement Class' Reply in Further Support of the Joint Motion Pursuant to 11 U.S.C. Sec. 105 and Federal Rules of Bankruptcy Procedure 7023 and 9019 for an Order, Inter Alia, Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 5595]
- c. **Debtors' Opposition to PNC Bank, N.A.'s Request for Judicial Notice [Docket No. 5792]**
- d. **Joinder of the Kessler Settlement Class in Debtors' Opposition to PNC Bank, N.A.'s Request for Judicial Notice [Docket No. 5804]**

**Status:** The fairness hearing on this matter will be going forward.

- 2. Debtors' Motion for Approval of the Settlement Agreement Between the Debtors and the National Credit Union Administration Board as Liquidating Agent for Western Corporate Federal Credit Union and U.S. Central Federal Credit Union [Docket No. 5535]

**Related Document(s):**

- a. Declaration of Lewis Kruger in Support of Debtors' Motion for Approval of the Settlement Agreement Between the Debtors and the National Credit Union Administration Board as Liquidating Agent for Western Corporate Federal Credit Union and U.S. Central Federal Credit Union [Docket No. 5536]
- b. Declaration of Jeffrey A. Lipps in Support of Debtors' Motion for Approval of the Settlement Agreement Between the Debtors and the National Credit Union Administration Board [Docket No. 5537]

**Response(s):**

- a. Limited Objection and Reservation of Rights of Ad Hoc Committee of Junior Secured Noteholders to Approval of Settlement Agreement Between the Debtors and the National Credit Union Administration Board as Liquidating Agent for Western Corporate Federal Credit Union and U.S. Central Federal Credit Union [Docket No. 5623]

**Reply:**

- a. Debtors' Reply to Limited Objection and Reservation of Rights of Ad Hoc Committee of Junior Secured Noteholders to Approval of Settlement Agreement Between the Debtors and the National Credit Union Administration Board as Liquidating Agent for Western Corporate Federal Cred Union and U.S. Central Federal Credit Union [Docket No. 5777]

**Status:** The hearing on this matter will be going forward.

**III. RESOLVED MATTERS**

1. Debtors' Objection to Certain Proofs of Claim Filed by UMB Bank, N.A. as Indenture Trustee for the Junior Secured Notes [Docket No. 5154]

**Related Document(s):**

- a. Stipulation and Order Concerning Voting by UMB Bank, N.A., as Successor Indenture Trustee, at Certain Debtor Entities [Docket No. 5281]

**Response(s):** None.

**Status:** The hearing on this matter will not be going forward. This matter has been resolved pursuant to stipulation [Docket No. 5281].

**IV. ADJOURNED MATTERS**

1. Joint Motion for an Order Extending the Automatic Stay Pursuant to 11 U.S.C. §§ 362(A) and 105(A) to Enjoin Prosecution of Claims Against Debtors' Non-Debtor Affiliates in the Putative Class Action Entitled *Rothstein, et al. v. GMAC Mortgage, LLC, et al.* [Docket No. 4871]

**Related Document(s):**

- a. Notice of Joint Motion for an Order Extending the Automatic Stay Pursuant to 11 U.S.C. §§ 362(A) and 105(A) to Enjoin Prosecution of Claims Against Debtors' Non-Debtor Affiliates in the Putative Class Action Entitled *Rothstein, et al. v. GMAC Mortgage, LLC, et al.* [Docket No. 4873]
- b. Notice of Adjournment of Hearing on Joint Motion for an Order Extending the Automatic Stay Pursuant to 11 U.S.C. §§362(A) and 105(A) to Enjoin Prosecution of Claims Against Debtors' Non-Debtor Affiliates in the Putative Class Action Entitled *Rothstein, et al. v. GMAC Mortgage, LLC, et al.* [Docket No. 5145]



**Response(s):** None.

**Status:** The hearing on this matter will be adjourned to a date to be determined.

Dated: November 18, 2013  
New York, New York

/s/ Gary S. Lee  
Gary S. Lee  
Lorenzo Marinuzzi  
Norman S. Rosenbaum  
Todd M. Goren  
Jennifer L. Marines  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Counsel for the Debtors and  
Debtors in Possession*